

March 27, 2018

**The Commissioner**

Securities Market Division  
Securities and Exchange Commission of Pakistan  
National Insurance Corporation Building  
Jinnah Avenue  
Islamabad

**The Managing Director**

Pakistan Stock Exchange Limited  
Stock Exchange Building  
Stock Exchange Road  
Karachi

**The Chief Executive**

K-Electric Limited  
2<sup>nd</sup> Floor, KE House, Plot # 39/B, Sunset Boulevard  
Phase IV, Defence Housing Authority  
Karachi

**Subject: Public Announcement of Intention by Shanghai Electric Power Company Limited ("Acquirer") to acquire up to 66.40% shares of K-Electric Limited**

Dear Sirs,

We write with reference to the original public announcement of intention made on behalf of the Acquirer dated June 29, 2017 and subsequent Notice of Withdrawal dated March 26, 2018 published in Business Recorder and Nawa-i-Waqt on account of lapse in the prescribed time period for making public announcement of offer (as extended by the Securities & Exchange Commission of Pakistan).

In terms communicated in the Notice of Withdrawal and in accordance with the Securities Act, 2015 read with the Listed Companies (Substantial Acquisition of Voting Shares and Takeovers) Regulations, 2017, we are pleased to submit a fresh Public Announcement of Intention by Shanghai Electric Power Company Limited to directly or indirectly acquire up to 18,335,542,678 ordinary shares of K-Electric Limited (the "Target Company") representing 66.40% of the total issued share capital of the Target Company, subject to receipt of requisite regulatory and other approvals ("Transaction").

Arif Habib Limited will act as Manager to the Offer.

This Public Announcement of Intention shall be published in one English and one Urdu language daily newspaper on March 29, 2018.

Please find enclosed a copy of the Public Announcement of Intention. You may contact the undersigned for any additional information or clarification.

On behalf of the Acquirer, we wish to reiterate that the Acquirer continue to be fully committed to consummate the Transaction pending receipt of regulatory and other approvals.

Yours truly,

For and on behalf of **Arif Habib Limited**



Dabeer Hasan

Senior Associated, Investment Banking



Ahmed Rajani

Vice President, Investment Banking

**Corporate Office:** Arif Habib Centre, 23 M.T. Khan Road, Karachi - 74000

UAN: +92 21 111 245 111 | Fax: +92 21 3242 9653, 3241 6072

**Lahore Office:** 14-A, Jail Road, Lahore - 54000 | Tel: +92 42 3587 1730 - 34

info@arifhabibltd.com | www.arifhabibltd.com | www.ahletrade.com

TREC Holder of the Pakistan Stock Exchange Ltd. | Branch Reg No. BOA-050/01

**Public Announcement of Intention to acquire up to 66.40% shares or control of K-Electric Limited**  
**by**  
**Shanghai Electric Power Company Limited**  
**under**  
**Securities Act 2015**

**Part-A**

**Brief Description of the Intended Acquisition:**

<b>Intended Acquisition through</b>	<b>Number of Shares</b>	<b>Percentage</b>
Agreement	18,335,542,678	66.40%
Public Offer	4,639,825,784	16.80%

**Part-B**

**Information about the acquirer**

- a) Name and Address of acquirer along with persons acting in concert if any.  
Name: Shanghai Electric Power Company Limited ("SEP")  
Address: No. 268 Zhongshan Road South, Shanghai, Peoples Republic of China
- b) Name of the ultimate acquirer or the ultimate controlling shareholder  
Name: State Power Investment Corporation
- c) Name and address of Manager to the offer of the acquirer  
Name: Arif Habib Limited  
Address: 2<sup>nd</sup> Floor, Arif Habib Centre, 23 M.T. Khan Road, Karachi, Pakistan
- d) Principal area of business of acquirer and relevant experience  
SEP was established in 1882 and then transformed into a limited company in 1998. With a long history of 136 years, SEP is one of the major electric energy companies in Shanghai and is also a publicly-traded company listed on Shanghai Stock Exchange under ticker 600021. It is principally engaged in the development and construction of electricity, as well as its operation and management business. For the financial year ended December 31, 2016, SEP recorded an annual profit of RMB2.2 billion (US\$329.8 million) and an annual power generation of 34.64 TWh. As of December 31, 2016, SEP has an overall installed capacity of 9804.9 MW, with contributions of 66.08%, 21.10%, 8.15%, and 4.67% from coal power, natural gas power, wind power, and solar power respectively.
- e) In case the acquirer is a company  
Name of the Chief Executive: Wang Huaiming  
Name of Directors:
- Wang Yundan
  - Wang Huaiming
  - Wang Xianchun
  - Zhang Hongde

- Zhao Fengyun
- Nie Yitao
- Shou Rufeng
- Wang Jintao
- Yu Xinyang
- Xu Yunren
- Zhu Zuoyun
- Zhao Baoren
- Li Xiaoru
- Tang Yiwen

Name of substantial shareholders of the company

- State Power Investment Corporation (49.41%)
- China Power International Development (15.08%)

Date of Incorporation: June 4, 1998

Jurisdiction of Incorporation: Shanghai

Authorized and paid-up capital: RMB 2,409,657,149

- f) Detail of companies where the intended acquirer(s) hold more than thirty percent voting shares:  
SEP has eighty seven (87) subsidiaries based on its latest financial statements available on its website (in Chinese).

*The acquisition may be undertaken by acquirer directly or through an existing subsidiary of the acquirer or a separate/new subsidiary / a consortium led by the subsidiary of the acquirer. The detail of which shall be provided to the Securities and Exchange Commission of Pakistan and Pakistan Stock Exchange upon finalization.*

Name of Company	Registration No.	Jurisdiction of Incorporation	Natures of business	Percentage of equity held (%)		Acquire Way	Nature (listed/unlisted/private)
				Direct	Indirect		
Waigaoqiao power Plant	913101151 32236621M	Shanghai	Electric power	51		Establishment	Unlisted
Caojing Cogeneration* 1	913100007 178507312	Shanghai	Electric power	36		Establishment	Unlisted
SEP Engineering	9131023077 4772725B	Shanghai	Electric power engineering service	96.5		Establishment	Unlisted

SEP Engineering Malta	N/A	Malta	Electric power engineering service		100	Establishment	Unlisted
SEP Engineering Montenegro	N/A	Montenegro	Electric power engineering service		100	Establishment	Unlisted
SEP Operation	913102306 694277781	Shanghai	Electric power technical service	100		Establishment	Unlisted
Caojing Power Plant	913101166 60779822N	Shanghai	Electricity and heat	65		Establishment	Unlisted
Qiantan New Energy	913101150 63768973M	Shanghai	Consultation and service	70		Establishment	Unlisted
Minghua Electric Power	913101096 30378622F	Shanghai	Consultation and service	100		The subsidiary acquired through business combination not under the same control	Unlisted
East China Electric Power Test & Research Institute	913101091 33129529L	Shanghai	Consultation and service		100	The subsidiary acquired through business combination not under the same control	Unlisted
SEP Fuel	913100001 33202853F	Shanghai	Trading	100		The subsidiary acquired through business combination under the same control	Unlisted
Xiang'an Shipping	9131023074 4214298C	Shanghai	Transportation		100	The subsidiary	Unlisted

						acquired through business combination not under the same control	
Integrated Energy	9131000055907386K	Shanghai	Technology development	51		Establishment	Unlisted
Minhang Gas-fired Power Generation	91310112555957439M	Shanghai	Electric power	65		Establishment	Unlisted
SEP Green Energy	9131011030148634XB	Shanghai	Consultation and service	100		Establishment	Unlisted
West Bank Energy	91310104MA1FR27267	Shanghai	Consultation and service		70	Establishment	Unlisted
SEP Investment	91310000090043281R	Shanghai	Investment management	100		Establishment	Unlisted
Expo Energy	91310115086228945K	Shanghai	Consultation and service	70		Establishment	Unlisted
Hemei Energy	91310110088668610D	Shanghai	Technical consultation	65		Establishment	Unlisted
SEP New Energy	91310230598150635F	Shanghai	Asset and equity management	100		Establishment	Unlisted
Jinhu Zhenhe	913208310618736651	Huai'an, Jiangsu	Photovoltaic power generation		90	Establishment	Unlisted
Gaoyou Zhenfa	91321084061871395G	Gaoyou, Jiangsu	Photovoltaic power generation		90	Establishment	Unlisted
Zhenfa Solar Energy	91320922061868524L	Yancheng, Jiangsu	Photovoltaic power generation		90	Establishment	Unlisted
Nantong Hongyu	91320621063282498M	Nantong, Jiangsu	Photovoltaic power		90	Establishment	Unlisted

			generation				
Nantong Jianhai	913206210 63278472L	Nantong, Jiangsu	Photovoltaic power generation		90	Establishment	Unlisted
Hai'an Dinghui	913206210 63277445K	Nantong, Jiangsu	Photovoltaic power generation		90	Establishment	Unlisted
Jiangsu SUMEC	913203220 710558775	Xuzhou, Jiangsu	Photovoltaic power generation		80	Establishment	Unlisted
SUMEC Dongtai	9132098107 2739904D	Yancheng, Jiangsu	Photovoltaic power generation		68	Establishment	Unlisted
Siyang Voda	913213230 83130862W	Suqian, Jiangsu	Photovoltaic power generation		80	Establishment	Unlisted
Xiao County Concord	913413225 815450756	Suzhou, Jiangsu	Wind power generation		51	The subsidiary acquired through business combination not under the same control	Unlisted
Suzhou Concord	913413025 84588441M	Suzhou, Jiangsu	Wind power generation		51	The subsidiary acquired through business combination not under the same control	Unlisted
Yantai Yihao	9137061155 7899615X	Yantai, Shandong	Wind power generation		51	Establishment	Unlisted
Suqian Concord	913213915 837831225	Suqian, Jiangsu	Photovoltaic power generation		51	The subsidiary acquired through business combination not under the	Unlisted

						same control	
Tianchang Concord	9134118157 0404584K	Tianchang, Anhui	Wind power generation		100	The subsidiary acquired through business combination under the same control	Unlisted
Feng County Suxin	913203210 53526399P	Xuzhou, Jiangsu	Photovoltaic power generation		75	The subsidiary acquired through business combination not under the same control	Unlisted
Hai'an Celan	913206215 93933286L	Nantong, Jiangsu	Photovoltaic power generation		75	The subsidiary acquired through business combination not under the same control	Unlisted
Jiaxing SEP	913304013 23486930R	Jiaxing City, Zhejiang Province	Electric power		100	Establishment	Unlisted
CPI Zhongqi	9115092731 84403051	Kobul Town, Chahar Right Middle Banner, Inner Mongolia	Electric power		75	Establishment	Unlisted
Jiangsu Greider	913205940 93493317H	Suzhou, Jiangsu	Investment managem ent		70	The subsidiary acquired through business combination not under the same control	Unlisted
Shanshan Hailin	916504210 97864621P	Shanshan County,	Photovoltaic power		100	The subsidiary	Unlisted

		Turpan, Xinjiang	generation			acquired through business combination not under the same control	
Chifeng Yongneng	911504263 99580886Q	Wengniuteqi, Inner Mongolia	Electricity industry		51	The subsidiary acquired through business combination not under the same control	Unlisted
Zhangbeitian hong*2	9113072230 8196046L	Zhangbei County, Zhangjiakou City	Electricity industry		49	The subsidiary acquired through business combination not under the same control	Unlisted
Macheng Fuxu	914211813 26077120E	Macheng City, Hubei Province	Electricity industry		66.5	The subsidiary acquired through business combination not under the same control	Unlisted
Xinjiang Rongxin Huachuang	9165310007 6090233U	Kashi Prefecture, Xinjiang	Investment managem ent		66.5	The subsidiary acquired through business combination not under the same control	Unlisted
Barkol Rongxin Huachuang	916522220 80216767U	Hami, Xinjiang	Wind and solar power generation business		100	The subsidiary acquired through business	Unlisted

						combination not under the same control	
Xiji Rongxin	916404220 835306470	Xiji	Wind power generation business		100	The subsidiary acquired through business combination not under the same control	Unlisted
Yancheng Beilonggang	913209033 465418916	Yandu District, Yancheng City	Electricity industry		100	Establishment	Unlisted
Hai'an Guangya	913206213 54546270B	Hai'an County	Electricity industry		70	The subsidiary acquired through business combination not under the same control	Unlisted
Dongzhi Shangdian	91341721M A2MYMJU2 4	Dongzhi County	Electricity industry		100	Establishment	Unlisted
Shanghai Lvbai	91310116M A1J8F633P	Jinshan District	Electricity industry		98	The subsidiary acquired through business combination not under the same control	Unlisted
Shanghai Changpu	91310116M A1J8F5P73	Jinshan District	Electricity industry		100	The subsidiary acquired through business combination not under the same control	Unlisted
Hubei Yangcai	914206843 098624930	Yicheng City	Electricity industry		66.5	The subsidiary	Unlisted

						acquired through business combination not under the same control	
Yicheng Jingsheng	914206843 09781933U	Yicheng City	Electricity industry		100	The subsidiary acquired through business combination not under the same control	Unlisted
Huiyuan Dongfang	9114022531 7133485R	Datong City	Wind power generation		51	The subsidiary acquired through business combination not under the same control	Unlisted
Zhejiang Tiantaishan	9133102367 38914182	Tiantai, Zhejiang	Wind power generation	51		Establishment	Unlisted
Jiangsu Kanshan	9132030577 4662489M	Xuzhou, Jiangsu	Electric power	55		Establishment	Unlisted
SEP Baling	9132090072 22942745	Yancheng, Jiangsu	Electric power	60		The subsidiary acquired through business combination not under the same control	Unlisted
Yancheng Thermal Power	913209911 40226888A	Yancheng, Jiangsu	Electricity and heat		100	The subsidiary acquired through business combination not under the same control	Unlisted

Louwang PV	913209033 3083653XJ	Yancheng, Jiangsu	Electric power		100	Establishment	Unlisted
Zhejiang Changxing	913305220 54234435F	Changxing, Zhejiang	Electric power	51		The subsidiary acquired through business combination not under the same control	Unlisted
Huaihu Electric Power	913404003 99370934R	Huannan, Anhui Province	Electric power	51		Establishment	Unlisted
Shangdian Hami	916522013 96575096Y	Xinjiang	Electricity and heat	60		Establishment	Unlisted
EMBA	N/A	Turkey	Electricity and heat	78.21		The subsidiary acquired through business combination not under the same control	Unlisted
Shangtan	N/A	Tanzania	Electric power	60		Establishment	Unlisted
SEP HK	N/A	Hong Kong	Energy services and consulting	100		Establishment	Unlisted
SEAPED	N/A	Australia	Trading		95	Establishment	Unlisted
SEPM	N/A	Malta	Investment manageme nt		100	Establishment	Unlisted
D3	N/A	Malta	Electric power		90	The subsidiary acquired through business combination not under the same control	Unlisted
International Renewable	N/A	Malta	Electric power		70	Establishment	Unlisted

Energy							
Malta Montenegro United	N/A	Malta	Electric power		70	Establishment	Unlisted
SEP Finance	N/A	British Virgin Islands			100	Establishment	Unlisted
SEP Japan	N/A	Japan	Electricity and heat	100		Establishment	Unlisted
Fukushima Nishigo	N/A	Japan	Electricity and heat		100	The subsidiary acquired through business combination not under the same control	Unlisted
Osaka Nanko	N/A	Japan	Electricity and heat		70	The subsidiary acquired through business combination not under the same control	Unlisted
Nasukarasuya ma	N/A	Japan	Electricity and heat		100	The subsidiary acquired through business combination not under the same control	Unlisted
SEP Sanda	N/A	Japan	Electricity and heat		70	The subsidiary acquired through business combination not under the same control	Unlisted
NOBSP	N/A	Japan	Electricity and heat		100	The subsidiary acquired	Unlisted

						through business combination not under the same control	
Tsukuba Solar Energy	N/A	Japan	Electricity and heat		100	Establishment	Unlisted
Jiangsu Jiawang	9132030573 6512228U	Xuzhou, Jiangsu	Electric power	79.19		Establishment	Unlisted
Yangshupu Power Plant	913101103 20798453D	Shanghai	Electric power	100		Establishment	Unlisted
Yangdian Technical Services	913101103 23185214N	Shanghai	Electric power technical service	100		Establishment	Unlisted
Yangdian Technology	913101103 231851343	Shanghai	Electric power technical service	100		Establishment	Unlisted
Liangji New Energy	913100003 42189202M	Shanghai	Electric power	85		Establishment	Unlisted
Ningxia Sun Hill	916403003 17859227T	Sun Hill Development Area, Wuzhong City, Ningxia	Wind power generation business		90	The subsidiary acquired through business combination not under the same control	Unlisted
Beijing Ruiqida *3	911101055 53088954X	Beijing	Wind power generation		45	The subsidiary acquired through business combination not under the same control	Unlisted
Golmud Ruiqida	916328013 99953689Y	Golmud, Qinghai	Wind power generation		100	The subsidiary acquired through business	

						combination not under the same control	
Jiangsu Dafeng	913209823 31282743C	Jiangsu	Wind power generation	90	10	Establishment	

g) Information about ultimate beneficial owner of the intended acquirer(s):

Name: State Power Investment Corporation

Date of incorporation: Monday, March 31, 2003

Jurisdiction of incorporation: Beijing

Authorized and paid-up capital: RMB 45billion

Person in charge of unit or legal representative: Qian Zhiming

Main operation businesses: Project investment: development, construction, operation, production and management (not developed in Beijing) of power, electric power, heating power, bauxite, alumina and electrolytic aluminum; setting, supporting, manufacturing supervision, operation and maintenance of electric power equipment; sales of electric power and supporting equipment, coal (coal transaction, storage and transport are not developed in Beijing); railway transport; overall contracting of construction; professional contracting; engineering construction and supervision; bidding and tendering service and agent; technical development, technical consultation and service; consulting service of electric power and related businesses; property management; import and export of goods; technology and agent.

Detail of listed companies located in and outside Pakistan, where ultimate acquirer or the ultimate controlling shareholder held control and or more than thirty percent voting shares:

Name of Company	Registration No.	Nature (listed/unlisted/private)	Nature of Business	Jurisdiction of Incorporation	Description Held control/ more than thirty % shares or both
China Power International Development Limited	ZDGJ88549	Listed	Power generation, power retail and investment holding	Hong Kong	Both
SPIC Yuanda Environmental Protection Co., Ltd.	203108740	Listed	Environmental protection, energy conservation and water utilities	Chongqing	Both

Jilin Electric Power Co., Ltd.	123962584	Listed	Production and sales of thermal power, wind power, solar power, heat and industrial gas	Jilin	Held control
SPIC Dongfang New Energy Co., Ltd.	700714215	Listed	Production and sales of heat and electricity, heating fee collection and payment as agent, self-owned property leasing and labor dispatching	Hebei	Both
Inner Mongolia Huolinhe Opencut Coal Industry Co., Ltd.	733266340	Listed	R&D, production and sales of coal-related products, thermal power generation, thermal product sales, etc.	Inner Mongolia	Both
China Power Clean Energy Development Company Limited	ZDGJ8816X	Listed	Development, construction, possession, operation and management of clean energy power plants, investment holding in clean energy	Hong Kong	Held control

			sector, property investment and securities investment		
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h) Details of any existing holding of voting rights in the target company

N/A

i) All conditions (including normal conditions related to acceptance, listing and increase of capital) to which the public offer or the posting of it is subject

N/A

### Part-C

#### Information about the target company

a) Name of the target company, its directors and major shareholders along with number of shares and percentage of paid-up capital

Name of the target company: K-Electric Limited

Directors:

- Waqar Hassan Siddique
- Muhammad Tayyab Tareen
- Aziz Moolji
- Chaudhary Khaqan Saadullah khan
- Frederic Sicre
- Khalid Rafi
- Mubasher H. Sheikh
- Muhammad Zubair Motiwala
- Nayyer Hussain
- Omar Khan Lodhi
- Shan A. Ashary
- Muhammad Anwer Shaikh
- Dr. Aamer Ahmed

Major Shareholders:

- KES Power Limited (holding 18,335,542,678 ordinary shares representing 66.40% of the issued share capital of K-Electric Limited)

b) Total number of issued shares of the company

- 27,615,194,246 ordinary shares

c) Date of listing and offer price at the time of initial public offering

- Date of Listing: 1949
- Offer price at the time of initial public offering: N/A

d) Opening price at the securities exchange at the time of listing: N/A

e) Share price quoted on the securities exchange one day before the public announcement of intention: PKR

6.32/share\*

- f) The weighted average share price as quoted on the securities exchange during four weeks preceding the date of public announcement of intention: PKR 6.27/share\*\*
- g) Financial position/performance of the company for the last five years:

<i>(in PKR millions)</i>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
Net Revenue	162,599	188,781	194,490	190,359	189,629
Gross Profit	15,616	28,602	32,200	43,264	58,176
EBITDA	16,857	26,903	30,159	34,337	43,986
Profit Before Tax	1,752	4,001	9,575	15,076	25,902
Profit After Tax	1,804	6,826	12,887	28,325	32,758
Earnings Per Share	0.11	0.26	0.47	1.03	1.19
Dividend Per Share	-	-	-	-	-
Dividend Payout	0.00%	0.00%	0.00%	0.00%	0.00%
Total Equity	41,642	53,714	70,967	128,215	160,895
Total Liabilities	230,636	225,165	235,348	224,698	181,048
- Current Liabilities	146,329	160,660	174,973	158,534	120,516
- Non-Current Liabilities	84,308	64,505	60,376	66,164	60,532
Total Assets	272,278	278,879	306,316	352,914	341,943
-Current Assets	101,668	113,547	133,171	138,874	118,367
- Non-Current Assets	170,610	165,332	173,144	214,039	223,576

\*Share price at the close of market hours on March 26, 2018

\*\*Average share price of KEL for the period February 27, 2018 to March 26, 2018